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November 21, 2001

Via Facsimile & U.S. Mail

Mr. Joe Dombrowski
Remedial Project Management Section
Bureau of Land
Illinois Environmental Protection Agency
1021 N. Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

**Re: First Supplemental Response to Illinois Environmental Protection Agency's
("IEPA") Request for Information in Connection with Downers Grove
Groundwater Investigation**

Dear Mr. Dombrowski:

Please find enclosed the First Supplemental Response to IEPA's Downers Grove Groundwater Investigation Request for Information filed on behalf of the Joe Madden Ford facility located at 5126 Walnut Avenue, Downers Grove, Illinois (the "Facility"). The Facility reserves the right to provide additional responsive information as may be necessary.

Very truly yours,


Michael R. Goldstein

/mrg
encl (via U.S. Mail)
322908.1

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JOE MADDEN FORD BODY SHOP

**RESPONSES TO ILLINOIS ENVIRONMENTAL PROTECTION AGENCY
REQUEST FOR INFORMATION**

1. *Identify all persons consulted in the preparation of the answers to these Information Requests.*

Response:

The Joe Madden Ford automotive body shop, located at 5126 Walnut Avenue, Downers Grove, Illinois 60515 (the "Respondent" or the "Facility"), retained the services of the ComplyNet Corporation, 422 N. Northwest Highway, Park Ridge, Illinois 60068 ("ComplyNet"), to assist it in obtaining information and documents to respond to the Illinois Environmental Protection Agency's ("IEPA") Request for Information, dated October 3, 2001. On behalf of the Respondent, ComplyNet consulted with the individuals named below:

ComplyNet Corp.

Gregory Buchholz, Technical Services Manager
Edward Pomeroy, General Manager
Philip J. Troy, Jr., President

Joe Madden Body Shop Employees

Gary McCann, General Manager
James Reed, Production Manager
Donald Vritis, Painter

Joe Madden Ford Employee

James Wackerlin, Service Director

Safety-Kleen Corp. Employees

Jim Gellner, Customer Service
Matt Savagel, Manager

Selsor's Pumping Service, Inc. Employee

Mike Selsor, General Manager

Illinois Environmental Protection Agency

Judy Kleiman, IEPA Information Center

Other persons consulted in the preparation of the answers to these Information Requests are as follows:

AutoNation, Inc.

Melissa M. Allain, Vice President, Environmental & Real Property Law
Carlett Grey, Environmental Manager

Gunster, Yoakley & Stewart, P.A.

The Respondent is represented by environmental counsel, Gunster, Yoakley & Stewart, P.A.

Michael R. Goldstein, Attorney
Jason S. Lichtstein, Attorney
Mark Workman, Paralegal

Boelter & Yates, Inc.

Michael W. Reese, P.G., Senior Geologist

Hardt & Stern, P.C.

Joe Madden Ford, Inc. is represented by Hardt & Stern, P.C.

John C. Stern, Attorney

Source: ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001. (Exhibit 5).

2. *Identify all documents consulted, examined, or referred to in the preparation of the answers to these Requests, and provide copies of all such documents.*

Response:

The Respondent consulted, examined, and referred to the following documents in drafting its answers to the Information Requests: (1) the Asset Purchase Agreement and Side Letter Agreement between AutoNation, Inc., AN/MF Acquisition Corp. (collectively, "AutoNation"), Joe Madden Ford, Inc., 2150 West Ogden Avenue Limited Partnership, Madden Partnership, and the Principals (dated November 19, 1999); (2) Boelter & Yates, Inc.'s Phase I Environmental Site Assessment (dated November 22, 1999) (attached as Exhibit 2); (3) Boelter & Yates, Inc.'s Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (dated December 6, 2000) (attached as Exhibit 3); and (4) ComplyNet Corp.'s Results of Field Investigation

in Response to Illinois Environmental Protection Agency Request for Information (dated October 3, 2001) (attached as Exhibit 5).

The Respondent objects to producing and does not produce at this time the Asset Purchase Agreement and the Side Letter Agreement (the "Agreements") because the Agreements are confidential business documents and trade secrets. The Agreements also do not include information relevant to IEPA's Request for Information that is not otherwise provided in this Response. The IEPA's Request for Information explains that:

Some of the information that Illinois EPA is requesting may be considered by you to be confidential or trade secret. If you wish to withhold any information from disclosure as confidential or trade secret information, you must make the appropriate claim, providing a clear and complete explanation of the basis for the claim, and specifically identify the information . . . that you are withholding.

Accordingly, the Respondent objects to disclosing the Agreements. The Agreements are confidential business documents and trade secrets that are protected from production pursuant to IEPA's Request for Information and from subsequent disclosure as a public document under Illinois's Freedom of Information Act and regulations relating to the identification and protection of trade secrets and other nondisclosable information, pursuant to 415 Illinois Statutes § 5/7 and Title 2 of the Illinois Administrative Code, Parts 130 and 1828, and other applicable provisions of Illinois law.¹

The Respondent and its counsel have reviewed and examined closely all information and documents relating to the Agreements and have incorporated where applicable and not protected by applicable statute, regulation, or evidentiary privilege all relevant information and documents relating to the Facility that are responsive to IEPA's Request for Information. The Respondent has also consulted with current employees, including management and other staff at the Facility, and vendors to provide information and documents in support of the Responses set forth herein. For the reasons set forth above, the Respondent objects to producing the Agreements and does not produce them at this time.

¹ More specifically, the Agreements and the information and documents that are part thereof do not contain relevant information relating to environmental matters or conditions at the Facility that are the subject of the IEPA's Request for Information that is not otherwise provided in this Response. Rather, the Agreements contain valuable, nonpublic, competitive business information and contractual provisions relating to AutoNation's acquisition of Joe Madden Ford, Inc., disclosure of which would inhibit AutoNation's competitive business position if the Agreement is subject to public disclosure under Illinois FOIA law and released into the public domain, where it would become available to AutoNation's competitors. The Agreements set forth provisions that reference confidential business information, including the transaction's purchase price, the assets subject to the Agreements, the closing procedures, indemnification, cost recovery, and excluded liabilities provisions, capitalization and shareholder information, several financial statements, used vehicle inventories, workers compensation claim lists, and employment and confidentiality agreements. For the reasons above, the Asset Purchase Agreement includes a confidentiality provision that prohibits its disclosure or the disclosure of the information therein or information otherwise relating to the transaction, unless required by law or consented to by the parties.

Sources: Asset Purchase Agreement and Side Letter Agreement (not disclosed), Boelter & Yates, Inc.'s Phase I Environmental Site Assessment (Exhibit 2), Boelter & Yates, Inc.'s Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (Exhibit 3), and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001. (Exhibit 5).

3. *If you have reason to believe that there may be persons able to provide a more detailed or complete Response to any Information Request or who may be able to provide additional responsive documents, identify such persons.*

Response:

The Respondent has consulted with current employees at and vendors for the Facility and has conducted extensive review and analysis of information and documents in support of the Responses set forth herein. Persons associated with Joe Madden Ford, Inc., 2150 West Ogden Avenue Limited Partnership, Madden Partnership, and the Principals to the Asset Purchase Agreement, equity owners of Joe Madden Ford, Inc. at the time of the Agreements, whom are Joseph C. Madden, both individually and as trustee of the Joseph C. Madden Trust, James Wackerlin, Francis G. Madden, Eileen Madden, Nancy Gamble, and James Madden, may be able to provide a more detailed or complete Response to the IEPA's Information Request items and may be able to provide additional relevant information and/or documents to further respond to the IEPA's Request for Information.² The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. Except as stated above, the Respondent knows of no other persons able to provide a more detailed or complete Response or additional information or documents in support of any of the Responses set forth herein to the Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Asset Purchase Agreement (not disclosed) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001. (Exhibit 5).

4. *Identify all persons having knowledge or information about the generation, transportation, treatment, disposal, or other handling of hazardous substances at the Facility by you, your contractors, or by prior owners and/operators.*

Response:

ComplyNet Corp.

Gregory Buchholz, Technical Services Manager

² Joe Madden Ford, Inc. is located at 2150 W. Ogden Avenue, Downers Grove, Illinois 60515, Attention: Joseph C. Madden.

Edward Pomeroy, General Manager
Philip J. Troy, Jr., President

Joe Madden Body Shop Employees

Daniel Corra, Painter
Rolando Cruz, Apprentice Painter
Gary McCann, General Manager
James Reed, Production Manager
William Techenborck, Head Painter
Donald Vritis, Painter
Gary Walker, Parts

Joe Madden Ford Employee

James Wackerlin, Service Director

Safety-Kleen Corp. Employees

Jim Gellner, Customer Service
Matt Savagel, Manager

Selsor's Pumping Service, Inc. Employee

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Jason S. Lichtstein, Attorney
Mark Workman, Paralegal

Boelter & Yates, Inc.

Sean Callahan, Environmental Specialist
Michael W. Reese, P.G., Senior Geologist
Mark T. White, E.I.T., Staff Engineer

Hardt & Stern, P.C.

John C. Stern, Attorney

The Respondent has consulted with current employees at and vendors for the Facility and has conducted extensive review and analysis of information and documents in support of the Responses set forth herein. Persons associated with Joe Madden Ford, Inc., 2150 West Ogden Avenue Limited Partnership, Madden Partnership, and the Principals to the Asset Purchase Agreement, equity owners of Joe Madden Ford, Inc. at the time of the Agreements, whom are Joseph C. Madden, both individually and as trustee of the Joseph C. Madden Trust, James Wackerlin, Francis G. Madden, Eileen Madden, Nancy Gamble, and James Madden, may be able to provide a more detailed or complete Response to the IEPA's Information Request items and may be able to provide additional relevant information and/or documents to further respond to the IEPA's Request for Information. The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. Except as stated above, the Respondent knows of no other persons able to provide a more detailed or complete Response or additional information or documents in support of any of the Responses set forth herein to the Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Source: Asset Purchase Agreement (not disclosed) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001. (Exhibit 5).

5. *Describe the nature of your activities or business at the Facility, with respect to purchasing receiving, processing, storing, treating, disposing or otherwise handling hazardous substances or materials at the Site.*

Response:

The Joe Madden Ford automotive body shop comprises an automotive service and body repair shop located at 5126 Walnut Avenue, Downers Grove, Illinois. The Facility services and repairs automobiles and operates two (2) paint spray booths and a paint mixing room. Spent solvents, used antifreeze and oils, and waste paints are generated at the Facility during vehicle maintenance and repair, and are containerized by on-site Facility personnel and recycled or disposed of by outside vendors. Virgin products are stored in containers packaged for retail sale.

Antifreeze is purchased in 55-gallon drums and dispensed to each technician in smaller one (1)-gallon jugs as needed. Spent or waste antifreeze is placed in 55-gallon drums, from which it is pumped on an as-needed basis for disposal by the Safety-Kleen Corp. Oil is purchased in quart containers and used only when damage or repair to a motor vehicle results in the loss of oil. Recycled thinner is used in the Facility's paint gun cleaner system, which operates as a closed system. The recycled thinner is purchased and disposed of in four (4)- or five (5)-gallon containers, and is replaced twice (2) each month by Safety-Kleen. Virgin paint is stocked by Sikkens, a paint

refinishing manufacturer and supplier. Spent paint and paint thinner are stored in 55-gallon drums by the Facility's painters. When all of the drums herein described become full, they are sealed and moved outside to an asphalt storage area and scheduled for disposal by Environmental Waste Services, Inc.

The Facility also maintains a containerized parts washer with a break clean design, for which mineral spirits, a non-chlorinated solvent, is used. The parts washer is serviced by Safety-Kleen. Scrap metal removed from damaged vehicles is stored in a roll-off container located north of the body shop building, which is picked up by a scrap metal recycling company, Mickey & Sons. The Facility disposes of used paint booth filters as unregulated solid waste, which are removed by a commercial hauler, BFI, on an as-needed basis. The Facility maintains waste manifests and waste receipts documenting the recycling and/or disposal of the above regulated waste materials, and maintains applicable Material Safety Data Sheets for chemicals stored at the Facility.

The Facility maintains two (2) triple action catch basins or oil-water separators, used to separate oily solid waste from the wastewater prior to discharge into the City of Downers Grove sanitary system. The catch basins are pumped and cleaned on an as-needed basis by Selsor's Pumping Service, Inc.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Boelter & Yates' Phase I Environmental Site Assessment (Exhibit 2) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001. (Exhibit 5).

6. *State the dates during which you owned, operated, or leased the Facility, and provide copies of all documents evidencing or relating to initiation of such ownership, operation, or lease arrangements (e.g., deeds, leases, etc.).*

Response:

On November 19, 1999, AutoNation, Inc. and AN/MF Acquisition Corp. entered into an Asset Purchase Agreement to acquire specific assets of the Joe Madden Ford dealership business with Joe Madden Ford, Inc., 2150 West Ogden Avenue Limited Partnership, Madden Partnership, and the Principals, closing on the transaction on January 17, 2000. The Madden Partnership owns the real estate and structures located at the Facility. As provided by the Asset Purchase Agreement, the Respondent thereafter entered into a Commercial Real Estate Lease with the Madden Partnership to lease the Facility and conduct automobile service and repair operations there. For the reasons set forth in the Response to Information Request Item Number 2, the Respondent objects to producing the Asset Purchase Agreement.

Sources: Asset Purchase Agreement (not disclosed) and Commercial Real Estate Lease (Exhibit 1; not presently available, and will be produced once available).

7. *Provide information about the physical conditions at the Facility, including but not limited to the following:*

- a. Property boundaries, including a written legal description;
- b. Location of underground utilities (telephone, electrical, sewer, water main, etc.);
- c. Surface structures (e.g., buildings, tanks, etc.);
- d. Ground water wells, including drilling logs;
- e. Storm water drainage system, and sanitary sewer system, past and present, including septic tank(s), subsurface disposal field(s), and other underground structures; and where, when and how such systems are emptied;
- f. Any and all additions, demolitions, or changes of any kind on, under, or about the Facility, to its physical structures, or to the property itself (e.g., excavation work); and any planned additions, demolitions, or other changes to the Facility; and
- g. All maps and drawings of the Facility in your possession.

Response:

- a. LOT 18 (EXCEPT THE SOUTH 199.0 FEET AS MEASURED AT RIGHT ANGLES TO THE SOUTH LINE THEREOF) IN ARTHUR T. MCINTOSH & COMPANY'S FIRST ADDITION TO BELMONT, BEING A SUBDIVISION OF PART OF SECTION 1, 2, 11 AND 12, TOWNSHIP 38 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 13, 1919, AS DOCUMENT NUMBER 137824 IN DU PAGE COUNTY, ILLINOIS.

See the Plat of Survey, attached hereto as Exhibit M.

- b. See Maps and Figures, attached hereto as Exhibit 4, and the Plat of Survey, attached hereto as Exhibit M.
- c. The Facility comprises a 19,000 square foot automotive body repair and maintenance shop building. Based upon the information presently available to the Respondent, there are no aboveground or underground storage tanks present at the Facility.
- d. Based upon the information presently available to the Respondent, there are no groundwater monitoring or public drinking wells present at the Facility.

- e. Based upon the information presently available to the Respondent, sanitary and wastewater is routed through two (2) triple catch basins or oil-water separators prior to discharge into the City of Downers Grove public sewer system. The triple-catch basins are pumped and cleaned on an as-needed basis by an outside vendor. Based upon the information that is presently available to the Respondent, there are no aboveground or underground storage tanks or other similar storage facilities present at the Facility. (See the Plat of Survey, attached hereto as Exhibit M).
- f. Based upon the information presently available to the Respondent, the Facility was vacant until 1988, at which time a 12,000 square feet automotive body repair and maintenance shop was constructed. Based upon the information that is presently available to the Respondent, there have been no additions, demolitions, or changes to the Facility on or after October 15, 1999, and none are planned at this time.
- g. See Maps and Figures, attached hereto at Exhibit 4, and the Plat of Survey and other various Maps, attached hereto as Exhibit M.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Boelter & Yates Phase I Environmental Site Assessment (Exhibit 2), Maps and Figures (Exhibit 4), ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (Exhibit 5), and the Plat of Survey (Exhibit M).

- 8. *Identify all past and present solid waste management units (e.g., waste piles, landfills, surface impoundments, waste lagoons, waste ponds or pits, tanks, container storage areas, etc.) at the Facility. For each such solid waste management unit identified, provide the following information:*
 - a. A map showing the unit's boundaries and the location of all known solid waste units whether currently in operation or not. This map should be drawn to scale, if possible, and clearly indicate the location and size of all past and present units;
 - b. The type of unit (e.g., storage area, landfill, waste pile, etc.), and the dimensions of the unit;
 - c. The dates that the unit was in use;
 - d. The purpose and past usage (e.g.; storage, spill containment, etc.);
 - e. The quantity and types of materials (hazardous substances and any other chemicals) located in each unit;

- f. Pollutants, or contaminants, and damages resulting therefrom;
- g. The construction (materials, composition), volume, size, dates of cleaning, and condition of each unit;
- h. If unit is no longer in use, how was such unit closed and what actions were taken to prevent or address potential or actual releases of waste constituents from the unit.

Response:

- a. See the Plat of Survey, attached hereto as Exhibit M.
- b. Based upon the information presently available to the Respondent, there are no and have never been any solid waste management piles, landfills, surface impoundments, waste lagoons, pits, or surface (aboveground) or subsurface (underground) storage tanks located at the Facility.

The Facility presently maintains several 55-gallon drums and four (4)- or five (5)-gallon containers that variously and from time to time contain solid waste material in varying amounts. Each waste product is separately stored in its own container, the 55-gallon drums of which are sealed upon filling and housed on an asphalt slab located outside of and adjacent to the body shop building. The precise number of 55-gallon drums and four (4)- or five (5)-gallon containers located at the Facility varies from time to time depending upon the Facility's requirements, vendor availability, and scheduling for removal. The Facility also maintains a roll-off container located north of the body shop building that is used to store and remove from the Facility scrap metal removed from damaged automotive vehicles. The roll-off container is serviced by a scrap metal recycling company. The Facility further maintains a stormwater drainage system that collects runoff from the Facility's paved parking areas, discharging it into a retention pond located along the eastern portion of the Facility's property.

As identified by Boelter & Yates, Inc. during site reconnaissance and site inspection on October 20, 1999, and reflected in its November 1999 report, the Respondent had information at the time it acquired the Facility that eleven (11) 55-gallon and 30-gallon drums containing solid waste product were stored inside and outside of the body shop building, and several used batteries and tires were located outside the body shop building. (See Boelter & Yates' Phase I Environmental Site Assessment Report, attached hereto as Exhibit 2). The Respondent believes that these items and any stains and other debris resulting therefrom have subsequently been removed from the Facility. Both Exhibits 2 and 3 contain information regarding the location, type, and dimensions of the past waste management units located at the Facility.

The areas described above are identified in the Maps and Figures, attached hereto as Exhibit 4, and on the Plat of Survey, attached hereto as Exhibit M.

As of December 1999, the Facility also maintained a solid waste dumpster in the northwest property corner. The Facility does not maintain records regarding the disposal of solid waste from this dumpster. (See Exhibit M).

- c. Based upon the information presently available to the Respondent, the Respondent believes that the solid waste management units referenced above and present at the Facility as of October 20, 1999, may have been in service from the time that the Facility was constructed in 1988. The Respondent believes that, after October 20, 1999, these items and any stains and other debris resulting therefrom have been removed from the Facility. The Respondent does not have sufficient information regarding when the roll-off container, the 55-gallon drums, and the four (4)- or five (5)-gallon containers now in use at the Facility were first employed or put in use.
- d. Based upon the information presently available to the Respondent, the purpose of the past solid waste management units was storage and removal of the solid waste contained therein. The purpose of the roll-off container is storage and removal of solid waste. The purpose of the current solid waste management units is storage and removal of the solid waste contained therein. The purpose of the stormwater drainage system and retention pond is stormwater management and control.
- e. Based upon the information presently available to the Respondent, waste paint, waste thinner, used antifreeze and oil, parts washer solvent, and paint gun cleaner recycled thinner waste, from time to time and in varying quantities, are stored in the solid waste management units. (See also Response to Information Request Number 5 and the waste manifests attached hereto as Exhibits A, B, C, D, and F).
- f. At the time the Asset Purchase Agreement was executed on November 19, 1999, the Respondent had information that rust and staining indicative of current and historical spillage was observed in the area around the eleven (11) 55-gallon and 30-gallon drums stored inside and outside of the body shop building. Several used batteries and tires were also located adjacent to the body shop building. (See Boelter & Yates' Phase I Environmental Site Assessment Report, attached hereto as Exhibit B). The Respondent believes that these items and any stains and other debris resulting therefrom have subsequently been removed from the Facility. Soil samples were taken by Boelter & Yates, testing of which indicated no contamination above applicable corrective action or cleanup target levels for potable groundwater. (See Boelter & Yates, Inc.'s Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation, attached hereto as Exhibit 3).

Except for the information set forth above, the Respondent lacks sufficient knowledge and information regarding what solid waste material was stored in the solid waste management units.

- g. The solid waste management units were and are 55-gallon drums and four (4)- or five (5)-gallon containers designed to store solid waste materials. The solid waste

management units are emptied at various intervals after they are filled with solid waste material. (See waste manifests, hereto attached as Exhibits A, B, C, D, and F). The Respondent lacks further information regarding their cleaning or condition.

- h. Based upon the information presently available to the Respondent, except as herein provided, the Respondent has no information regarding whether the solid waste management units, if any, have been closed.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Exhibits 2, 3, 4, 5, A, B, C, D, and F.

- 9. *Identify the prior owners of the Facility. For each prior owner, further identify:*
 - a. The dates of ownership;
 - b. All evidence showing that they controlled access to the Facility; and
 - c. All evidence that a hazardous substance, pollutant, or contaminant, was released or threatened to be released at the Facility during the period that they owned the Facility.

Response:

- a. Based upon the information presently available to the Respondent, Joe Madden Ford, Inc., owned the Facility from 1988 to November 19, 1999, when AutoNation acquired it pursuant to the Asset Purchase Agreement and closed on it on January 17, 2000. The Madden Partnership owns the real estate and structures upon which the Facility is located, the first date of which is unknown. The Respondent has no further information regarding the Facility's prior ownership.
- b. The Respondent does not possess information regarding Joe Madden Ford, Inc.'s control of access to the Facility.
- c. Based upon the information presently available to the Respondent, the Respondent refers to its Response to Information Request Item Number 13.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Asset Purchase Agreement (not disclosed) and Boelter & Yates, Inc.'s Phase I Environmental Site Assessment (Exhibit 2).

10. *Identify the prior operators, including lessors, of the Facility. For each such operator, further identify:*

- a. The dates of operation;
- b. The, nature of prior operations at the Facility;
- c. All evidence that they controlled access to the Facility; and
- d. All evidence that a hazardous substance, pollutant, or contaminant, was released or threatened to be released at or from the Facility and/or its solid waste units during the period that they were operating the Facility.

Response:

Based upon the information presently available to the Respondent:

- a. Joe Madden Ford, Inc. formerly operated and leased the Facility from 1988, when the Facility was constructed, to approximately January 17, 2000, when AutoNation closed on the transaction set forth in the Asset Purchase Agreement dated November 19, 1999.
- b. Joe Madden Ford, Inc. formerly conducted automotive repair and maintenance services at the Facility.
- c. The Respondent does not possess information regarding Joe Madden Ford, Inc.'s control of access to the Facility.
- d. Based upon the information presently available to the Respondent, the Respondent refers to its Responses to Information Request Number 13.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Asset Purchase Agreement (not disclosed) and Boelter & Yates, Inc.'s Phase I Environmental Site Assessment (Exhibit 2).

11. *Provide copies of all local, state, and federal environmental permits ever granted for the Facility or any part thereof (e.g., RCRA permits, NPDES permits, etc.).*

Response:

The Respondent holds the following environmental permits, licenses, and authorizations: U.S. Environmental Protection Agency Facility Identification Number ILD 982614042 (Exhibit G), IEPA Facility Identification Number 0430305079 (Exhibit K), and an IEPA Registration for "Motor Vehicle Refinishing" (not available).

Based upon the information presently available to the Respondent, the Respondent possesses no other information regarding the Facility's current or former environmental permits, licenses, or authorizations. The Facility's former owner(s) and/or operator(s) may possess additional information regarding the Facility's environmental permits, licenses, or authorizations. The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Exhibits G, K, and ComplyNet's Results of Field Investigation Report in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (Exhibit 5).

12. *Provide all reports, information, or data related to soil, water (ground and surface), or air quality and geology/hydrogeology at and about the Facility. Provide copies of all documents containing such data and information, including both past and current aerial photographs as well as documents containing analysis or interpretation of such data.*

Response:

The Respondent encloses Boelter & Yates' Phase I Environmental Site Assessment (dated November 22, 1999) (Exhibit 2), Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (dated December 6, 2000) (Exhibit 3), and ComplyNet's Results of Field Investigation Report in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (dated November 2001) (Exhibit 5).

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Exhibits 2, 3, and 5.

13. *After the time You acquired the Facility, is there evidence or reason to know that any hazardous substance, contaminants, pollutants or oil was disposed of on, at or adjacent to the Facility? Describe the basis of this knowledge. Describe all investigation of the Facility you undertook prior to acquiring the Facility and all of the facts on which you based the answer to this question.*

Response:

The Respondent possesses no information or documents and has no knowledge or reason to know that after entering into the Asset Purchase Agreement on November 19, 1999, and closing on the transaction on January 17, 2000, any hazardous substance, contaminants, pollutants, or oil were disposed of on, at, or adjacent to the Facility.

Before acquiring the Facility, the Respondent possessed information from Boelter & Yates' Phase I Environmental Site Assessment, for which a site reconnaissance and inspection were performed on October 20, 1999, and a report was prepared in November 1999, that six (6) empty and overturned 55-gallon drums were observed adjacent to the fence along the northern property boundary, of which one (1) 55-gallon drum was labeled "used oil." The Respondent had information that surface staining and stressed vegetation were observed in the area of the six (6) empty 55-gallon drums. The Respondent also had information that four (4) empty and overturned 55-gallon drums were observed approximately thirty (30) feet east of the six (6) 55-gallon drums noted above, located adjacent to the fence along the northern property boundary, of which one (1) 55-gallon drum was labeled "lacquer." The Respondent had further information that rust and staining were observed around eleven (11) 55-gallon and 30-gallon drums stored inside and outside of the body shop building. In addition, the Respondent had information that there were small stains and evidence of fresh drips in the body shop building and stains observed on the paint mixing room's concrete floor. (See Boelter & Yates' Phase I Environmental Site Assessment, attached hereto as Exhibit 2).

Before executing the Asset Purchase Agreement on November 19, 1999, and closing on the transaction on January 17, 2000, AutoNation, Inc. retained Boelter & Yates to perform a Phase I Environmental Site Assessment at the Facility. (Exhibit 2). Boelter & Yates also performed a Phase II Limited Subsurface Investigation, a Preliminary ACM Survey, and a Concrete Investigation, drafting a Report of Findings on December 6, 2000. (Exhibit 3). ComplyNet prepared a report, Results of Field Investigation Report in response to Illinois Environmental Protection Agency's Request for Information dated October 3, 2001, in November 2001. (Exhibit 5). The Respondent bases its Response to Information Request Item Number 13 on Exhibits 2, 3, and 5. Based upon the information presently available to the Respondent, the Respondent has no other information or documents and has no knowledge or reason to know that hazardous substance, contaminants, pollutants, or oil were disposed of at any adjacent facility.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Exhibits 2, 3, and 5.

14. *Describe all leaks, spills or releases or threats of releases of any kind into the environment of any hazardous materials that have occurred or may occur at or from the Facility, including but not limited to:*

- a. When such releases occurred or may occur;
- b. How the release occurred or may occur;
- c. What hazardous materials were released or may be released;
- d. What amount of each such hazardous material was so released;
- e. Where such releases occurred or may occur;
- f. Any and all activities undertaken in response to, each such release or threatened release;
- g. Any and all investigations of the circumstances, nature, extent or location of each such release or threatened release, including the results of any soil, water (ground and surface), or air testing that was undertaken; and
- h. All persons with information relating to subparts a through g of this question.

Response:

- a. Based upon the information presently available to the Respondent, no leaks, spills, releases, or threats of releases of any hazardous material have occurred at the Facility on or after October 20, 1999. The Respondent does not possess sufficient information evidencing whether or when specific release(s), if any, occurred or may have occurred before October 20, 1999.
- b. The Respondent does not possess sufficient information evidencing how any release(s), if any, occurred or may have occurred.
- c. The Respondent does not possess sufficient information evidencing which hazardous materials, if any, were released or may have been released.
- d. The Respondent does not possess sufficient information evidencing the amount of each such hazardous material, if any, that was or may have been released.
- e. The Respondent does not possess sufficient information evidencing where any such release(s), if any, occurred or may have occurred.

- f. After Boelter & Yates completed the Phase I Environmental Site Assessment in November 1999, Respondent thereafter retained it to perform Phase II assessment and investigation work, which revealed no contamination in several areas at the Facility that were tested above applicable corrective action or cleanup target levels for potable groundwater. Boelter & Yates' Phase II assessment also concluded that the concrete areas where drums containing waste paint and thinner were located showed no signs of structural compromise. (See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation, attached hereto as Exhibit 3).
- g. Upon the results of Boelter & Yates Phase I Environmental Site Assessment, the Respondent commissioned Boelter & Yates to perform Phase II assessment and investigation work, which indicated no contamination in several areas of the Facility that were tested above applicable correction action or cleanup target levels for potable groundwater. Boelter & Yates' Phase II assessment also concluded that the concrete areas where drums containing waste paint and thinner were located showed no signs of structural compromise. (See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation, attached hereto as Exhibit 3). Both Exhibits 2 and 3 contain information regarding the results of laboratory testing and analysis.
- h. See Responses to Information Request Items Numbers 1 and 4.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain any additional relevant information and/or documents in their possession to further respond to the IEPA's Request for Information. The Respondent reserves its right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Boelter & Yates' Phase I Environmental Site Assessment (Exhibit 2), Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (Exhibit 3), and ComplyNet's Results of Field Investigation Report in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (Exhibit 5).

- 15. *If the answer to question 14 is anything but an unqualified "no," and if any releases or threatened release identified in Response to question 14 above occurred into any subsurface disposal system or floor drain inside or under your building or buildings at the Facility, identify:*
 - a. Where the disposal system or floor drains were located;
 - b. When the disposal system or floor drains were installed;
 - c. Whether the disposal system or floor drains were connected to pipes;

- d. Where such pipes were located and emptied;
- e. When such pipes were installed;
- f. How and when such pipes were replaced, or repaired; and
- g. Whether such pipes ever leaked or in any way released hazardous materials into the environment.

Response:

Based upon the information presently available to the Respondent:

- a. The Facility maintains two (2) trench drains in the automotive service area and two (2) triple catch basins or oil-water separators in the automotive body and repair building to collect and separate oily wastes from wastewater prior to discharge into the sanitary sewer system. (See the Plat of Survey, attached hereto as Exhibit M).
- b. The Respondent believes that the disposal system and floor drains were installed in 1988, when the Facility first commenced operations. The Respondent does not possess more precise information regarding when the disposal system and floor drains were installed.
- c. The Facility's two (2) trench drains are connected by pipes and/or basins to the two (2) triple catch basins or oil-water separators in the automotive body and repair building. The Respondent does not possess other or additional information regarding whether the disposal system or floor drains were connected to pipes and/or basins.
- d. See the Plat of Survey, attached hereto as Exhibit M. The Respondent does not possess other or more precise information regarding where such pipes and/or basins are located and/or emptied.
- e. The Respondent believes that the pipes and/or basins were installed in 1988, when the Facility first commenced operations. The Respondent does not possess more precise information regarding when the pipes, if any, were installed.
- f. The catch basins or oil-water separators are cleaned by Sessler's Pumping Service on an as-needed basis. The Respondent has no information regarding how and/or when the pipes and/or basins were replaced or repaired, if at all.
- g. The Respondent has no information that the catch basins or oil-water separators, pipes, drains and/or basins related to the disposal system have ever leaked or in any way released hazardous materials into the environment. Boelter & Yates, Inc.'s Phase II investigation completed in the areas of the trench drains, triple catch basins, and drums storage areas in December 2000 revealed no contamination above applicable corrective action or cleanup target levels for potable groundwater, and that

the concrete areas where drums containing waste paint and thinner were stored showed no signs of structural compromise. (See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation, attached hereto as Exhibit 3).

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (Exhibit 3) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (Exhibit 5).

16. *Did any leaks, spills, or releases of hazardous materials occur at the Facility when such materials were being:*

- a. Delivered by vendor;
- b. Stored (e.g., in any tanks, drums, or barrels);
- c. Transported or transferred (e.g., to or from any tanks, drums, barrels, or recovery units); or
- d. Treated.

Response:

Based upon the information presently available to the Respondent:

- a. None has been observed from October 15, 1999, to the present. The Respondent does not possess information evidencing any such leaks, spills, or releases, if any, prior to October 15, 1999.
- b. At the time of Boelter & Yates' Phase I Environmental Site Assessment, for which a site reconnaissance and inspection were performed on October 20, 1999, and a report was prepared in November 1999, the Respondent had information that six (6) empty 55-gallon drums were observed adjacent to the fence along the northern property boundary, of which one (1) 55-gallon drum was labeled "used oil." The Respondent had information that surface staining and stressed vegetation were observed in the area of the empty 55-gallon drums. The Respondent also had information that four (4) empty 55-gallon drums were observed approximately thirty (30) feet east of the six (6) 55-gallon drums noted above, located adjacent to the fence along the northern property boundary, of which one (1) 55-gallon drum was labeled "lacquer." The

Respondent had further information that rust and staining were observed around eleven (11) 55-gallon and 30-gallon drums stored inside and outside of the body shop building. The Respondent additionally had information that there were small stains and evidence of fresh drips in the body shop building and stains on the paint mixing room's concrete floor. (See Boelter & Yates' Phase I Environmental Site Assessment, attached hereto as Exhibit 2).

None has been observed from October 21, 1999, to the present.

- c. None has been observed from October 15, 1999, to the present. The Respondent does not possess information evidencing any such leaks, spills, or releases prior to October 15, 1999.
- d. None has been observed from October 15, 1999, to the present. The Respondent does not possess information evidencing any such leaks, spills, or releases prior to October 15, 1999.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Source: Boelter & Yates' Phase I Environmental Site Assessment (Exhibit 2) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information Dated October 3, 2001 (Exhibit 5).

- 17. If the answer to the preceding question is anything other than an unqualified "no," provide all documents relating to any such leaks, spills, or releases.

Response:

The Respondent encloses Boelter & Yates' Phase I Environmental Site Assessment (dated November 22, 1999) (Exhibit 2), and Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (dated December 6, 2000) (Exhibit 3).

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Source: Boelter & Yates' Phase I Environmental Site Assessment (dated November 22, 1999) (Exhibit 2), Boelter & Yates' Report of Findings, Limited Subsurface Investigation,

Preliminary ACM Survey, and Concrete Investigation (dated December 6, 2000) (Exhibit 3), and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information dated October 3, 2001 (Exhibit 5).

18. *Has soil ever been excavated or removed from the Facility.*

- a. Amount of soil excavated;
- b. Location of excavation;
- c. Manner and place of disposal and/or storage of excavated soil;
- d. Dates of soil excavation;
- e. Identity of persons who excavated or removed the soil;
- f. Reason for soil excavation;
- g. Whether the excavation or removed soil contained hazardous materials and why the soil contained such materials;
- h. All analyses or tests and results of analyses of the soil that was removed from the Facility;
- i. All persons, including contractors, with information about (a) through (h) of this request;
- j. All reports, summaries or, other documentation describing the excavation.

Response:

According to the information presently available to the Respondent, other than in connection with Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), which is attached hereto as Exhibit 3, no soil has ever been excavated or removed from the Facility.

- a. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- b. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.

- c. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- d. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- e. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- f. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- g. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- h. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.
- i. Boelter & Yates, Inc., and Mark T. White, E.L.I., Staff Engineer, and Michael W. Reese, P.G., Senior Geologist, drafted Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3. The report was addressed to Melissa M. Allain, Esq., AutoNation, Inc., Vice President of Environmental & Real Property Law.
- j. See Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (December 6, 2000), attached hereto as Exhibit 3.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: Boelter & Yates' Report of Findings, Limited Subsurface Investigation, Preliminary ACM Survey, and Concrete Investigation (Exhibit 3) and ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information dated October 3, 2001 (Exhibit 5).

19. *Provide records from 1972 through the present showing how much chlorinated solvent/cleaner or other chlorinated materials were purchased for the Facility. Provide records from 1972 through the present, which show how much chlorinated solvent/cleaner or other chlorinated materials were sent from the Facility to be recycled or disposed. Provide the manifests showing such recycling or disposal.*

Response:

The only chlorinated solvent, cleaner, or other chlorinated material that is currently or was formerly purchased for and used by the Facility is recycled paint thinner for the paint gun cleaner. Waste manifests for such thinner from January 1993 to the present are attached hereto at Exhibit B. The recycled thinner, which the Facility purchases and arranges for disposal in four (4)- or five (5)-gallon containers, contains only trace amounts of chlorinated material, comprised of residue and cross-contamination from the distillation process used to recover the thinner. The waste receipts reflect that the Facility generates approximately eight (8) gallons of recycled paint thinner waste each month.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Source: Exhibit B.

20. *Provide all records regarding the disposal of solid waste from the Facility from 1972 to present.*

Response:

See Exhibits A, B, C, D, and F, attaching waste manifests documenting the transportation for disposal or recycling and the disposal or recycling of various regulated solid wastes generated at the Facility from 1993 to the present. The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information, including waste manifests for regulated solid wastes generated at the Facility from 1988 to 1993. Such waste manifests are not presently in the Respondent's possession.

As of December 1999, the Facility also maintained a solid waste dumpster in the northwest property corner. The Facility does not maintain records regarding the disposal of solid waste from this dumpster. See the Plat of Survey, attached hereto as Exhibit M.

The Facility further disposes of scrap metal and used paint booth filters. The Facility disposes of scrap metal in the roll-off container located north of the body shop building, which is serviced by a scrap metal recycler, Mickey & Sons, but does not maintain records regarding its

disposal because it is an unregulated solid waste. The Facility disposes of used paint booth filters, which is unregulated solid waste, through a commercial hauler, BFI, on an as-needed basis.

The Respondent is presently working with Joe Madden Ford, Inc., Madden Partnership, and the Principals to solicit and obtain additional relevant information and/or documents, if any, in their possession to further respond to the IEPA's Request for Information. The Respondent reserves the right to supplement, amend, add to, or revise this Response based upon the discovery of relevant new, additional, or different information or documents.

Sources: ComplyNet's Results of Field Investigation in Response to Illinois Environmental Protection Agency Request for Information dated October 3, 2001 (Exhibit 5) and Exhibits A, B, C, D, F, and M.

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